S U P E R M A N R E B O R N

by

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Based on characters

created by

Jerry Siegel and Joe Shuster

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EXHIBIT 88

Ex.237

CONFIDENTIAL

LOOK, up in the sky...

IT'S A BIRD...

IT'S A PLANE....

IT's... just an empty sky.

No one is here to save you anymore.

SUPERMAN REBORN

FADE IN:

EXT. DEEP SPACE - NIGHT

A COMET sweeps across the sky. Past the Orion Nebula, a whirlpool of pink and white. Past Galaxy M31, a swirl of gold against the sky. Past the Trifid Nebula, red and purple against a million stars.

The COMET whirls past them all. It hurtles through space. Towards a distant galaxy. It's ours...

EXT. SPACE - GALAXY - NIGHT

The meteorite hurls past the familiar sites of Saturn, Jupiter, Mars. Heading for...

EXT. EARTH - NIGHT

...as the planet grows closer and closer...

EXT. EARTH'S ATMOSPHERE - NIGHT

...the meteorite SMASHES through the ionosphere. Flames engulf it. It streaks downwards.

THE METEORITE

plunges towards North America... Towards the U.S.... Towards the glimmering lights of Metropolis peeking through the clouds...

EXT. METROPOLIS - CITY ENVIRONS - NIGHT

A virgin wooded hillside overlooking the city. Rain pounds down. Lightning flashes. The lights of the city below shimmer through the downpour. And then, the incandescent white of the comet slashes through the sky. Towards the mountain...

EXT. HILLSIDE ABOVE METROPOLIS - NIGHT

The meteorite IMPACTS on the mountainside. A CRATER fifty yards in diameter, perfectly round, is thrown back from the point of impact. Trees are pitched over in concentric circles from the blast. Random fires blaze from the flaming debris. Nightbirds are cooked in midair from the heat, fall from the sky...

EXT. HILLSIDE - CRATER - NIGHT

The meteorite dead center. Gas and magma and steam and ice. Hissing and glowing and steaming and freezing.

From this unstable mass of energy, two spherical wraiths of energy are hurled forth. And as they tumble and become free, in shape and form they become more and more human. They rise to their feet. Stark naked in the rain. They are MORPHEUS and DELIA.

Behind them, the meteorite melts, pools. And from this pool, a Gaudi/Gieger nightmare of a castle begins to grow.

[NOTE: It continues, hissing, expanding and contracting in the rain behind them throughout. Lightning strikes it once or twice as it grows above the level of the treetops. It doesn't seem to mind.]

The workings of these new bodies fascinate them. Morpheus holds out his tongue to taste the falling rain. Holds up his hand with delight and flexes the muscles in his hands and fingers.

MORPHEUS
What interesting structure...

DELIA
(looking down at herself)
What is this shape?

MORPHEUS
I believe you are... a woman, I think. The inverse version of my configuration.

DELIA
Really?? Is it better?

MORPHEUS
(annoyed)
No, I don't think so.

DELIA
(preening; pleased at needling him)
I think it is.

MORPHEUS
If it was better, it would have happened to me.

DELIA
I guess we'll see, won't we?

MORPHEUS

(mimicking)
Won't we?

She whirls, grabs him by the throat with one hand and holds him in the air one-handed as she strangles him.

DELIA
Don't piss me off. This woman thing isn't designed to take your shit. Don't forget it.

He's turning blue. She drops him back to the ground, as surprised as he is. He rubs his throat as ---

MORPHEUS
The creatures have some strange built-in reflexes. I'm not sure I like them...

Delia turns to him. Odd words come to her lips...

DELIA
Oh don't worry, hon. I still love you...

Delia kisses him. Hard and full on the lips. They stay that way for a while. Then break apart. They're both impressed by the experience.

DELIA
(re their bodies and the sexual tingle)
Oh, I think I like these things a lot...

Morpheus tries to let on like it was nothing. He steps away, looks out over the landscape. A huge bolt of lightning comes crashing down.

DELIA
(a little concerned)
You could have chosen someplace easier.

MORPHEUS
What, King of the planet of Fungus, Spiders? I think not. They're just these human things. How hard can it be?
(then)
I'm going to cause some trouble and see who thinks they can stop me.

He turns and strides down the hillside.

MORPHEUS (CONT'D)
Let's see who this petty planet's hero is...
(grimly amused)
...and then we'll kill them. And if that doesn't work, we'll just scare him to death...

Delia hesitates a moment, sometimes he frightens even her, then follows and...

CUT TO:

EXT. METROPOLIS - APARTMENT BUILDING - NIGHT

Most of the lights are off. Yet on the 23rd floor...

INT. APARTMENT BUILDING - CHILD'S BEDROOM - NIGHT

A boy, three years old, in cowboy pajamas, awakes from a nightmare, screaming. His mother rushes in.

MOTHER
Shhhh... There's nothing to be afraid of.

The little boy looks up at her, quiet now, but wide-eyed. He knows she's dead wrong.

LITTLE BOY
(solemnly)
No. There is.

CUT TO:

EXT. DAILY PLANET - ROOFTOP - NIGHT

The rain pounds down on the familiar bronze globe atop the building. Lightning strikes nearby.

EXT. DAILY PLANET - TOP THREE STORIES - NIGHT

The lights are still on. Through the window, in a corner office, we see PERRY WHITE, editor-in-chief, as he checks the front page on a giant two page monitor. One room over, we can see ---

EXT. DAILY PLANET - 32ND FLOOR - CITY ROOM - NIGHT

A big open room full of desks and computer stations and newspaper people. If you look closely, there are a lot of roses on a lot of desks today. The desk calendars read Feb.

14. One particular desk is *covered* with flowers. NICOLLA GOODE, young hip Black photographer, draped in cameras, comes over to harass the owner of the desk, ABIGAIL FURY, a reporter about her own age.

NICOLLA
Very impressive.

FURY
(unimpressed; typing)
Flowers are easy. You pick up a phone and read someone your American Express number. Finding someone who actually gives a shit is hard.
(looks up; pointing to the various bouquets)
Three of these guys are out of the country on supposed business trips. One I know for sure in Cancun, two of the others are on dates tonight in the city, I checked with their favorite restaurants, they have reservations. And this guy's actually married.

NICOLLA
You didn't go out with a married guy?

FURY
No, but he keeps on hoping. I'm gonna go home and play with my cat. I trust it.

She gestures in the air: snip snip.

FURY
I had it fixed.

NICOLLA
I take it you won't be desiring a Valentine Day Polaroid.

FURY
The cat's at home..

NICOLLA
Don't worry about it. No one actually likes this holiday except florists. And people who are really in love.

FURY
Thanks. You would bring that up.

NICOLLA
How come you're not bitter?

FURY
I don't expect anything. You do.

As behind them, a familiar bespectacled superhero/reporter crosses the room over to ---

INT. DAILY PLANET - CITY ROOM - MOMENTS LATER

LOIS LANE' desk. Lois looks up as CLARK KENT quietly puts a small gift-wrapped box in front of her.

CLARK
Happy Valentines Day, Lois.

She opens it. Inside is a heart-shaped locket.

Lois is pleased. Kisses him on the cheek. Puts it on. Nicolla pops by, snaps a picture of Lois and the locket and tosses it onto the desk as she moves along

NICOLLA
Happy merry whatever.

Lois smiles at her, but she's oddly a little subdued. Looks out at the storm a beat. Rain drips down the window. When she turns back, she brushes away a tear of her own.

LOIS
How many Valentines Day's has it been, Clark? How many birthdays? How many Christmases?

Clark looks at her, a little nonplused.

INT. DAILY PLANET - CONFERENCE ROOM - NIGHT

Huge table, two dozen chairs. Just the two of them. She's trying not to be upset.

LOIS
I've been doing a lot of thinking. It's another year, Clark. I just don't think you understand. I love you, but I want to have a life.
(then; very softly to herself)
Maybe even one day a family.

A beat passes. Clark is somewhere else.

CLARK
Excuse me, Lois?

LOIS
(truly hurt)
Oh, you have superhearing except when it's something you don't want to hear, I forgot.

CLARK
(concerned)
There are people screaming in fear.

He's not kidding. He's not sure what he heard, but he's not kidding. She doesn't buy it.

LOIS
Valentines Day is hard on everyone.
(then; hurt)
Look, maybe you last forever, I don't. I can't do this anymore.

Clark looks at her. He hadn't realized it was this serious.

LOIS (CONT'D)
Just say no, I'll go find someone else. He won't be Superman, but at least he'll be there.
(hurt and mad)
I can't wait for you forever. You have no heart. You're a damned alien. I keep forgetting.

CLARK
(listening again)
There are a lot of people screaming. And running...

She pounds at his chest with her fists to no effect.

LOIS
You're not listening to me...

But Clark is already heading for the door. He knows what he heard. Lois is close behind. He stops, turns, he has been listening. This is hard, but he means it ---

CLARK
(simply)

I've always loved you as best I can.

LOIS
(after a beat; accepting)
I know.

INT. DAILY PLANET - CITY ROOM - NIGHT

Reports of a panic are coming in over the police radio and scanners. JIMMY OLSEN, older, wiser, with a family, but still wearing that damn bow tie, rushes through the room, already laden with cameras.

OLSEN
Something's going on. People are fleeing the Piedmont...

As Clark and Lois follow him to the elevator ---

CLARK
Yeah, I heard.

She looks at him and smiles softly. Even if he can't be the man she wants him to, he's still Superman...

CUT TO:

EXT. METROPOLIS - PIEDMONT - BUSINESS DISTRICT - NIGHT

A huge bolt of lightning SMASHES down into an electrical transformer. It EXPLODES. White hot sparks. Six blocks are plunged into darkness. Relays kick in and out. The streetlights flicker erratically.

Flashes of lightning, flickering streetlights, and the occasional shower of white sparks are the only light.

Morpheus and Delia sit atop a ten story building amid the higher skyscrapers. Down below, a few souls still stagger out and fell the area. Around Morpheus's head, the air occasionally shimmers and wavers. He tosses quivering balls of energy, sometimes underhand, sometimes overhand, always gleefully at the buildings nearby. They splat and disappear. One toss is followed by a long scream of anguish.

No one sees them.

NOTE: They now wear a wild conglomeration of stolen clothing. Worn without attention to previous gender distinctions or original purpose, but with great style. It looks like something out of 14th century France. Layers of finery. Except there is blood on some of them.

Morpheus turns to Delia, grins. This is fun.

EXT. PIEDMONT DISTRICT - TEN BLOCKS AWAY - NIGHT

The car from the Daily Planet splashes up in the rain. Olsen drives. People, soaking wet and terrified, flee the other way.

INT. CAR - MOVING - NIGHT

Half a block later, Olsen pulls over, paralyzed with fear. Lois doesn't look much better.

JIMMY
I, uh, can't. I can't drive any further.

He doesn't know why, he's just overpoweringly afraid.

CLARK

steps out in the downpour. Stands there in the middle of the street as he's rapidly soaked to the skin. His suit plastered against him.

Ten blocks away, another SCREAM. For a moment the lightening abates. Darkness. And he's gone. Just jetwash fantails in the rain...

EXT. PIEDMONT - STREET - NIGHT

The familiar Superman music. Clark flies along above ground level as he turns from mild-mannered reporter to superhero. SUPERMAN in his costume: the high red boots, the crest, the cape...

EXT. PIEDMONT BUILDING - ROOFTOP - NIGHT

Up on a rooftop, blocks away from the last sighting, Morpheus and Delia watch in amazement as Superman flies towards them.

DELIA
Is <u>that</u> the planet's hero?

MORPHEUS
Um hmmm...

DELIA
<u>Why</u> is he dressed that way?

MORPHEUS
I have <u>no</u> idea. The cape serves

no aerodynamic function. It's merely decorative.

DELIA
And not very at that. Can you kill him?

MORPHEUS
(uneasy)
He can fly. No one was supposed to be able to fly on this planet.

Morpheus concentrates. Around his head and moving out in Superman's direction, the air shimmers and wavers...

NOTE: This happens each time he concentrates like this.

MORPHEUS (CONT'D)
His brain... His brain is a hundred thousand times as strong as the other creatures.
(surprised)
He's not from here.

DELIA
Whoops. Shall we run away?

He glares at her. Concentrates again. Pleased by what he finds:

MORPHEUS
His mind may be incredibly powerful, but that seems to be all there is to him.

Delia shuts her eyes for a moment. Feels what he feels. Smiles coldly.

OUT ON THE STREET, Superman lands, looks around as ---

DELIA (O.S.)
Cold hearted. If he even has one. What an odd creature. He's an orphan. None of his kind are here. None of his kind are anywhere. He's never met the opposite sex of his own species. His heart's never been awakened. No hope, no faith... It's kind of sad.

MORPHEUS
Are you done?

DELIA
Yeah. Let's kill him now.
(then; very directly)
What's the hero afraid of, dear?

Morpheus concentrates. Concentrates again. Harder. Harder. Then grins. He's found what he needs...

MORPHEUS
He's got fears. They're just a touch amorphous. We'll start that way.

Morpheus gestures in the air. A wavering ball of energy flies off towards Superman, disperses.

ON SUPERMAN

From the back of his head, behind him, a huge cloud of static grows. Like color static on a tv screen. It grows, detaches, takes shape. Hominid in form. It scampers off. Superman turns, spins, sensing it's there, but it's already disappeared...

BACK ON THE ROOF

Morpheus gloats.

MORPHEUS
He'll figure out what he's afraid of. They all do. And then it'll kill him. This should be fun to watch.

DOWN ON THE STREET - BLOCKS AWAY

The Static Creature dashes across the street down by a canal.

SUPERMAN

leaps into the air, rockets along, the puddles curling up in jet wash behind him. One fist outstretched. Closing fast on this dervish of anger and destruction as it tears apart the base of a building.

A crash of THUNDER and a bolt of white light. The creature looks up just as Superman's fist connects with the side of its head. The Static Monster's head sloshes to one side blood red as it flies sideways and smashes into a brick wall. The wall collapses about it.

A beat. For a moment, nothing but a pile of rubble. It seems almost too easy. It was. The pile of rubble EXPLODES. And in a flash, the monster is gone.

Superman hovers in mid-air for a moment, motionless, lost track of the beast.

EXT. ROOFTOP - NIGHT

Morpheus shakes his head.

MORPHEUS
He is very strong. But he's afraid in the back of his mind, it's possible that something else could be stronger. A hero with a logical appreciation of his own shortcomings. And no hope, no faith... *Mistake.*

DOWN THE STREET

in a flash of flickering streetlight, Superman spots the creature. Tearing loose one end of a railway trestle.

Superman hurls himself at the monster's unsuspecting back.

As he does, the creature rips the entire trestle free. Turns, and with eerie extrasensory precision, swats Superman with the bridge.

As he does, Lois, Jimmy and another reporter come around the corner. Oh, another big battle for Superman... They're interested, but so far, not all that concerned...

Superman is THWACKED out of the air. Smashed like a badminton birdie. Thrown through an old warehouse by the rail tracks. Corrugated steel bursts as he flies through the walls.

Superman recovers in mid-air. His face grim, loops back around, flies at the creature both hands outstretched to grab this beast.

The creature side-steps Superman and SMASHES him with both hands on the back as he flies by. Superman's flight course deviates downwards.

Superman PLOWS into the pavement and UNDER the ground, asphalt buckles. We can hear continued catastrophe underground. It stops. There is silence. And then he roars back to the surface, EMERGING in a torrent of earth and concrete and broken sewage and spouting water mains.

He's mad, he's filthy, his hair's mussed. He looks a little confused as he comes up looking in all directions. A broken gas main bursts in a rush of high pressure beside him. The pipe juts from the street...

Superman spins in the air looking for his opponent. Nowhere to be seen... Fifteen stories up, the creature leaps from the side of a building where it has been hiding. Free falls at him. Superman discovers him at the last possible moment. It's like hitting a fungo to the outfield. Punches him right out of the air.

The creature TUMBLES OFF down the street. Sliding along for six or eight blocks like the victim of a galactic motorcycle accident.

The static smears all over the pavement. The creature seems to lose shape and form...

For a moment, the lightning abates. The only light is the occasional shower of white sparks from a dying transformer. The creature is lost in darkness. It's gone.

BACK ON THE ROOFTOP

Delia shakes her head at Morpheus...

DELIA
You know, I think the costumed hero is too strong. I think that another planet is sounding better and better. I think you could probably triumph over fungus.

Morpheus gives a look that would kill a lesser being.

MORPHEUS
There are certain elemental fears. We'll try one of those...

STREET LEVEL

Superman watches where the creature last disappeared: Nothing. The creature leaps up from an embankment behind him dragging a broken sparking power cable. Laughs horribly. Plunges it into the broken gas main.

A TWO HUNDRED FOOT TORRENT OF FLAME erupts. The two of them are engulfed. The two figures battle within this inferno.

The creatures ignites. Burns. Becomes nothing but a giant hominoid conflagration now itself. Smashes Superman, he reels. Quickly gains the upper hand. Forces Superman's head down into the base of the jet of flame. Holds him

there. He is terribly strong. In the white heat, Superman struggles, cannot free himself.

UP ABOVE, the jet of flame splays, begins to ignite the buildings on either side, twenty stories up.

WIDE on the downtown skyline of Metropolis, a huge tongue of flame extending to the heavens.

Now for a moment, even Lois and Jimmy look concerned. A little at least.

Superman ceases his struggle. And in one calm defined moment, breathes in the entire jet of flame and them spews it back on itself. The flames wrap down around the sidewalk and up the sides of buildings for ten stories and blow themselves out. The creature blackens and goes out.

Superman shakes off the creature. He's covered with soot and grime. His beloved uniform caked black. He's mad now. The monster cakes black like a dying log.

EXT. ROOFTOP - NIGHT

Morpheus looks a little disappointed. Delia gives him shit.

DELIA
Well, he's not afraid of fire.

Morpheus isn't amused. Concentrates. Harder. Harder. The air around him vibrates madly. And then... smiles.

MORPHEUS
Rocks. He's afraid of a little green rock. Kryptonite. Very afraid. Very very afraid.
(malevolently)
This should be pretty...

DOWN ON THE STREET

The creature begins to tear free of the ash and charcoal. Green luminescent crystalline green arms break free of the slag. It shakes free a hand. Tipped by luminescent green claws. The rest of the embers drop free. The entire monster is a giant glowing green geode of Kryptonite. Every edge a razor sharp shard. It BELLOWS.

Superman moves in. The creature claws him across the face. Scratches him badly. Blood drips down on Superman's hands. Blue and green and red and violet from different vessels in his face.

He doesn't know what to make of it at first; he's never been cut. Then sees in a flash of reflection on a wet car. For a moment, dismay crosses his features; then only anger and determination are left. But it's too late.

UP ON THE ROOFTOP

Morpheus knows the end is coming for Superman. He revels in it.

MORPHEUS
Be afraid, little one. Be very afraid. You're going to die.

STREET LEVEL

The claws now drip with Superman's' blood.

Superman's uniform is shredded, he bleeds, green and red and blue and violet from different vessels. His face is white as chalk. And for the first time ever, we see fear in his eyes.

He knows he could die. He knows he will die. But still he fights on.

They exchange blows. SONIC BOOMS resound. Toe to toe. Each would smash a planet. And with each bit of cumulative fear, each muster of strength Superman digs up, he makes the monster stronger. It bites and chews and slashes...

He exchanges one last planet crushing blow. Every piece of glass in every window fifteen blocks around shatters and falls from the sonic wave. Buildings rock.

It's too late. Superman's strength is finally gone. The Kryptonite has begun to work it's poison. He reels as the creature moves in for the kill.

They lock together. Blood runs down the famous uniform mixed with soot and grime and rain. And right before the thing can kill him, Superman digs up one last reserve of strength and wrenches off the monster's head, hurls it down the street. The headless body stumbles about like the proverbial chicken for a moment. But it's too late. The thing totters and dies. Hisses and dissolves away in the rain. The storm ends. Wind rolls in, the clouds start to break up, blow away. First light on the horizon...

Superman collapses, a pool of multicolored blood swirling, the colors unmixing.

Lois rushes to him, cradles his broken body. Holds him to her. He can't speak, he has no strength left at all.

His eyes are everything. Looks at her. He loves her, there's nothing he can do. And at the last moment, something happens, the air ripples like heat waves on the desert and his life force jumps across. His head lolls back. The pool of blood, dims and grows black. He dies.

Olsen hesitates for half a moment, doesn't want to desecrate the event, but he is what he is. Picks up his camera, and aghast, documents the final moment.

ON THE ROOFTOP

Morpheus turns away from the touching scene. Fun is over.

MORPHEUS
Well, he was hard to kill. But he's dead now. Let's go rule this world.

INT. CHILDREN'S BEDROOMS - THROUGHOUT THE CITY - PRE-DAWN

Kids all over the city wake in fear. Running to the windows. They all know already.

EXT. FRONT LAWNS - THROUGHOUT THE CITY - PRE-DAWN

The rain has stopped. As the storm clears at five in the morning, grey in the half light before dawn, children all over the city come out on the front lawns, still rumpled with sleep, dragging stuffed animals, eyes wide, knowing the world will never be the same.

Parents gathering their own children suddenly see the others. They have no idea what to make of it. But something has clearly happened. It frightens them.

EXT. MOUNTAIN - ABOVE METROPOLIS

The clouds blow off the mountainside. Out of the mist, the castle appears. No longer growing. For now. Looming down over the city.

BACK ON THE LAWNS

The parents look up at it in bewilderment and dismay. Something is very wrong in Metropolis. They hasten their offspring back inside.

ON THE MOUNTAINSIDE - ABOVE METROPOLIS - CLOSER

as the castle continues to grow for a moment. A few spires, a keep, a buttress... Like the last few kernels of popcorn popping.

CUT TO:

EXT. METROPOLIS - BOWERY - DAWN

A truly seedy part of town. Drunks are leaving the bars now at dawn. Burnt out cars, junkies nodded out on stoops. Trash-choked storm drains, streets still curb-deep in water. Morpheus and Delia stride through on the way back to the castle, curiously absorbing it all.

In an alley nearby, two men brutally mug a drunk. Intrigued, Morpheus and Delia walk down. The first turns to Morpheus. Pegs Morpheus for a non-victim ---

MUGGER #1
You wanna piece of this?

Morpheus joins right in, helping to pound the defenseless drunk and then kicking him into unconsciousness. Under which ---

Delia is taken by a long black coat the other mugger is wearing. She stares longingly at it.

MUGGER #2
What the fuck do you want?

DELIA
I like your apparel.

A beat. He thinks through what "apparel" means.. Whips out a huge knife.

MUGGER #1
I'd like you better without yours.

For a moment she considers. Then ---

DELIA
No.

She backhands him. He drops unconscious to the ground. As she bends down to take what she wants from his prone body, the drunk being mugged is kicked senseless. The first mugger bends down to take his wallet. Morpheus waits for what seems like proper amount of time, reaches down, considers, and tears off the drunk's head.

MORPHEUS
I'll take this piece.

The lowlife reels backwards.

MUGGER #1
Jesus...

DELIA
Look...

We don't see, but we hear. A horrible GOOSHING SOUND. She's pulled out his bones. She piles them into a heap. She loves them. Calls out enthusiastically to Morpheus.

DELIA
It's from inside. The rest is soft and rather anesthetic, but this... This is splendid. Do you think we have them as well?

MORPHEUS
Probably.

Delia turns to the remaining mugger. He's trying not to vomit.

DELIA
These interior skeletons of yours. I like them. They have a certain... clarity. A decorative quality even. I'm surprised you people haven't noticed it.

He can't speak. In between nausea and terror. Delia checks on the one on the ground. It's an amorphous moaning blob of a man. Luckily, it will die soon.

DELIA
They seem to fall apart without them...

MORPHEUS
I'm having a big party tonight. You should come. Tell all your friends... I'm in the big place up there on the hill.

He points to the castle.

MORPHEUS
I'll be insulted if you don't come. Bring lots of people. Like you.
(then)
The tight-wearing hero is dead. The rules have changed.

Delia turns to him gleefully...

DELIA
Let's go invite some more.

EXT. METROPOLIS - SKYLINE

A grey horrible morning. As we PAN across, in the f.g., the burnt and tattered remnants of Superman's costume, the "S" burned blue and black, flutter in the wind.

Down below, looting has begun. We hear the sound of glass BREAKING. Police SIRENS. SHOOTING.

INT. DAILY PLANET - CONFERENCE ROOM

The front page layout sits before Perry White. The entire page is the photograph Olsen took of Lois cradling Superman as he died. Headline reads "Superman Dead. Chaos Reigns." The room is somber.

Beside him, tears streaming constantly down her face, is Lois. A wave of nausea hits her. The tears stop, her mouth gapes. She knows what it means. Suddenly gets to her feet. Holding her stomach, rushing for the ladies room...

WHITE
Lois?

LOIS
I think I'm gonna be sick...

She rushes out. All the steam is out of White. He suddenly seems like a tired old man.

WHITE
Run it.

Pushes himself away from the desk. Shuffles back to his office. The room is silent.

EXT. MEADOW - DUSK

Superman's gravesite. The last bulldozer is rumbling away. An immense block of marble is being pulled in by the largest truck you've ever seen. Thousands of people have quietly gathered to watch.

EXT. CASTLE - NIGHT

The road to the castle is jammed. Cars honking, people whooping and screaming. The castle has grown since we've last seen it. A huge party is in progress.

EXT. CASTLE - FRONT DOORS - NIGHT

The entrance is huge, the size of the Lincoln Tunnel. Hundreds stream in. The absolute dregs of Metropolis are here. Every CRIMINAL, LOWLIFE and CREEP, big and small, from white collar criminal to serial rapist has turned out for this event. Some of them are real droolers. Some are sharpies looking for an edge. No one has missed this.

INT. CASTLE - VESTIBULE - ENTRY - NIGHT

The crowd streams in. The front entry is the size of a warehouse, the next room the size of an aircraft hanger. The one after that gets really big.

INT. CASTLE - MAIN HALL - NIGHT

Thousands of people roam the biggest indoor space you've ever seen. Music BLARES, bizarre sampled techno. The walls feel more organic than built. They arch up into eternity. And covering them, everywhere, decoratively arranged, are human bones. The place has become an ossuary beyond imagination.

All manner of entertainment is offered. In pits, on columns, in cages --- bear baiting, dog fights, human bare knuckle matches, dancing girls, boys... Gambling, sex, booze, drugs... The guests are having a good time.

One on side of the room, the floor suddenly bursts asunder. It's like a huge gopher has burrowed in. Basically it has. Hundreds of MUTANTS from the underground strut and crawl in. They're welcomed. The hole collapses and seals shut behind them. The castle grows floor back over the spot. Cacophony and chaos rule the day. And then ---

The room starts to grow dim. The music stops. The room turns pitch black.

Way up above on a balcony/pulpit two magnesium torches flare into brilliant whiteness. The only illumination in the room. Morpheus steps into the light.

MORPHEUS
Hi. I know it's been a rough day for some of you. I'm sorry about your friend.

EXT. METROPOLIS - NIGHT - CONTINUOUS

Morpheus's countenance appears everywhere. On the Jumbotron overlooking the biggest intersection. On every TV and every channel. Even translucently on the sheets of glass that make up the display windows on the stores. Traffic comes to

a standstill. People stop where they are to watch and listen.

MORPHEUS (CONT'D)
Tough. Too bad. Grow up.
(then; with disgust)
He wasn't your friend. I don't know what was a matter with you people. Everyone wants to be taken care of. No one wants to be responsible for their own actions, their own lives. You thought your cape-wearing hero was taking care of you??
Idiots. Without a self-proclaimed do-gooder superhero were there any supervillains before? Oooh, now that you mention it...
(beat)
Superman brought trouble on himself and your planet because he liked it that way. Because it made him look important. He created problems, at your expense, so that he could solve them. So you'd thank him. He lied to you and you bought it.
(pauses; goes for the large untruth)
I've been tracking the monster that killed him from planet to planet for ten years. And it wasn't until it arrived here that your hero, this Superman, was able to kill it. We think.
(lets that sink it)
I'll be here for a while. To make sure it's really dead. And while I'm sure you're proud that your hero was able to conquer this monster, it wouldn't have come here if Superman hadn't been here. And frankly...
(aghast)
What were you people thinking? A man in high red boots, tights and a cape? Saving the world? Didn't this give you pause?? You let this man near your children???
(sadly; convincing)
Do you have a son who exhibited an unnatural interest in Superman? Dressing like him?

Trying to act like him? Leaping off roofs? You better ask yourself why. You better find out if he had any contact with this supposed superhero.

He pauses. Might as well sell the big lie, not go for any half measures. With some sadness, but mainly relief for the children ---

MORPHEUS
Anyway, he's dead now.

INT. DAILY PLANET NEWSROOM - NIGHT

There's a lot of doubtful faces here. Some of this is crazy. But some of the logic is kinda sound. And he is persuasive...

INT. CASTLE - MAIN HALL

Thousands of faces, lit in the stark white light listen. Not sure what to make of this. Some leer, some are shocked.

EXT. METROPOLIS - VARIOUS LOCATIONS - NIGHT

The populace, on the street, in their homes, standing by their stopped cars, listens.

MORPHEUS (CONT'D)
A new day is coming. You're not children anymore. No one's going to take care of you anymore. Things are going to be painful, that's what growing up is like. Get used to it. Don't whine.
(then)
You can change with it. Or die. The future of your race is in the balance.

Morpheus appears not to give a shit either way. It's gonna be up to them... The screens flicker out.

INT. CASTLE - GREAT HALL - NIGHT - CONTINUOUS

Morpheus turns slightly to Delia, who's standing in half-shadow beside him.

MORPHEUS
(sotto; to Delia)
Think they bought it?

DELIA

(scornfully; but amused)
Intergalactic monster slayer?
Police officer for the cosmos?
Who wouldn't buy that?
(but)
Though calling their hero a
deviate might have been a bit
much. You do like to hear
yourself talk.

She's right. And that was nothing so far. He turns now to just those assembled. His whole attitude changes. Cocky and mean... Morpheus looks out at the silent crowd. Smirks.

MORPHEUS
That was for them: the work-a-
billies, the bores, the dullards
of this planet.
(beat; gleeful)
I killed that tight-wearing fool.
No one can stop you anymore. Do
anything you want.

The crowd ROARS. CHEERS. It goes on and on and on.

MORPHEUS
(to Delia)
I think I'm gonna like it here.
(then; to the crowd)
You are the free thinkers.
You're the ones who dare dream.
You are the new ruling class on
this stagnant little planet. If
you have the balls to take it.
(appalled)
This wretched little mommy-daddy-
may-I-culture. Do what you want
for a change.

The crowd grooves on this. It's what they've believed all their lives anyhow... Morpheus is on a roll now. Even Delia can't help but smile a little as ---

MORPHEUS
What, are you worried about your
children's children's children?
I think not. Have fun for now.
That's what really counts. Not
the continuation of your species
on this planet, but are you
having a good time?
(off the ROARS of
approval)

That ant/grasshopper thing?? I'd rather be a dog turd than be an ant. Spend all your time saving for some future gloomy day? Fuck that!

Under this, the music's come up again underneath, pounding in time to Morpheus's speech. It's like a Gospel Church gone wrong. He even boogies a little. Badly.

MORPHEUS
But get one thing. I'm in charge.

A huge muscled THUG with a large coterie of followers surrounding him calls out. He sees as much opportunity here as Morpheus. Maybe his day has arrived...

HUGE THUG
Says who?

Morpheus concentrates. The air shimmers around him. He tosses a ball of energy at the challenger. A beat. The Thug starts to grab at his own head. Yank and twist. For a moment, we ---

SEE WHAT HE SEES

A giant snake, an anaconda twenty feet long, has wrapped around him threatening to tear his head off. He fights it.

IN REAL SPACE

it's only his own arms wrapped around his own head. He struggles. Struggles.

BACK IN FEAR VISION

We see him about to triumph over the snake. He's almost got it pulled off his head.

IN REAL VISION

He tears his own head off and tosses it into the crowd. The body tumbles over jerking wildly. A beat.

MORPHEUS
Says me. Other than that, have fun...

A moment of stunned silence. And then the crowd goes wild. The lights come slowly up as doorways open in the walls where there were none. Leading off into sub-parties. Sub-sub-parties. Each leading off into a deeper level of

debauchery. Think what it would look like if the sexual partner of your choice just sort of grew out of the wall and detached and wrapped him or herself around you and pulled you off towards these openings and sub-openings. The crowd is perfectly happy with Morpheus as boss.

INT. CASTLE - MAIN HALL - NIGHT - LATER

Billboard-size video screens grow from the castle walls. They are covered with advertising slogans pulled out of Morpheus's speech. Images appropriated from various cover girls sell the new campaign, catchy slogans: "Just have fun." "Take what you want." "Fuck the police." "We are in charge." They change constantly.

Morpheus wanders through the crowd. Back slapping and back slapped.

Up ahead, Delia is draped all over a mutant, BOB, grubby, ugly, squat, flat-headed, bred for cleaning the pipes in nuclear power plants. She's all over him. Doing her best to piss Morpheus off. Just for fun. It works.

MORPHEUS
(annoyed)
Hi.

DELIA
Hi. This is Bob. He's my new friend.
(she rubs against him)
My good friend...

MORPHEUS
Fine.
(feeling the pheromones kick in)
But I warn you, there's a chemical connection in these bodies between sexual arousal, affection and jealousy. And it's less refined in my makeup than yours. Don't push me.

DELIA
Oooo...
(then)
Bob has been saying the most interesting things to me...

MORPHEUS
Have you been saying dirty things to Delia?

Bob speaks for the first time. His voice is like a truckload of gravel. He's not designed well for speaking.

BOB
No.

MORPHEUS
(extending a hand; shaking whatever Bob's got)
I'm Morpheus. Talk to me.

Bob speaks with some difficulty. He gets to the point quickly ---

BOB
Superman had a girlfriend. They say she's pregnant. They say she's going to have his baby.

Morpheus takes this in. He's not especially concerned. Shakes his head ruefully.

MORPHEUS
Then find her and kill her. Do I have to do everything myself? Offer riches, sexual satisfaction, power, whatever it is you creatures want, but I want her dead.

Delia steps in to spell out the deal.

DELIA
A hat full of gold, the girl on the billboard...

She sees Bob's eyes move hungrily.

DELIA
Her. Her. Him.

The Calvin Klein underwear guy nods sadly.

DELIA (CONT'D)
Ten square blocks to rule as king -- any rules they want.

Bob nods, understands. He'll make sure it gets done. Heads off to spread the world. Morpheus stops him, this guy could be useful...

MORPHEUS
Bob, would you be interested in

staying here for a while?
Helping out? Unless you have
someplace you'd rather go back
to?

BOB
I live in the ground. In a hole
in the dirt.

MORPHEUS
I'll take that as a yes.

Delia rubs him behind the ears. Like you would your favorite dog. Bob doesn't mind. He doesn't get much female attention.

INT. CASTLE - SUBCHAMBER - NIGHT - HOURS LATER

The party's gone on most of the night. Those remaining are in various stages of sleep, drunkenness, and mortality. Morpheus and Delia stroll through the wreckage. She rubs up against him.

DELIA
This body... I feel... I feel
powerful.

Morpheus gestures out an open balcony.

MORPHEUS
It's the night. There's more
fear here at night. There's
nothing that isn't there during
the day, but nonetheless they
endow the dark with greater
powers. And accordingly, you and
I as well.
(pleased and amazed)
They worry about things that
<u>aren't</u> there.

DELIA
(almost an aside)
Isn't that the nature of worry?

She's really writhing against him now. Morpheus gestures happily about them.

MORPHEUS
Look at them. All they know is
hate and lust and fear. Weak and
heartless, no hope, no love.
(beat)
My kind of people. It's going to

be good to be king.

Delia pulls back from him slightly.

DELIA
I'd like it better if you were king now.

It doesn't make Morpheus happy to admit this, but there are a few more steps still...

MORPHEUS
One by one I can terrify these creatures, but with these tiny little brains, I can't manifest their worries. No monsters. Not like I could with the hero. I can terrify them *personally*, but it would take a bit long to take over the planet that way. So first, these...
(he gestures about)
...these criminals, these evildoers, our friends and felons... We let them run wild. Let them spread fear and chaos. The more of these creatures who give in to panic and fear, who give up hope, the closer I am to ruling this planet.
(rhapsodizing)
The more people who lose heart, the more powerful I am.

Morpheus looks at the chaos surrounding them. Sex and violence and turmoil. It pleases him.

MORPHEUS
When I'm ready I'll announce myself as king. And by then no one will be able to defeat me.

Delia likes the sound of this, but knows a challenge when she hears one...

DELIA
Really?

She leans him up against the wall, grinds slowly against him. At first he's not at all interested in what she's doing, but soon that changes...

DELIA
No one, hmmm?

MORPHEUS
Hmmm. Ummmm. Oh my...

Everyone's got a different kind of power...

FADE OUT

EXT. APARTMENT BUILDING - PRE-DAWN

An older building in a decent part of town. Doorman, awning, couple of plants.

A SHOT rings out. The Doorman falls. Two dozen rabid MUTANTS and CRIMINALS swarm the building. Bob leads.

INT. APARTMENT BUILDING - LOBBY - PRE-DAWN

A grubby finger traces down the list of tenants. Finds "Lois Lane - Apt. 3B."

The crowd crashes through the glass doors. Swarm for the stairs, the elevator.

INT. APARTMENT BUILDING - LOIS'S APARTMENT - DAWN

The door is kicked in. The horde bursts in. Search, ready to kill. There's evidence of someone having visited quickly and left, drawers open, a suitcase half packed with inessentials and abandoned. She's nowhere to be found.

EXT. DAILY PLANET - PRE-DAWN

It's cold. Wind sweeps through the city. We see a disreputable looking guy emerge from the loading docks and walk down an alley.

EXT. ALLEY - PRE-DAWN

The horde awaits him. He shakes his head "no." Lois is not to be found.

INT. DAILY PLANET - LOBBY - PRE-DAWN

Jimmy Olsen walks in. Nods to the guard. He's a little grubby if you look closely. As Jimmy walks by, we see the guard has a picture of Lois taped onto his desk with the number $10,000 scrawled on it. Nowhere is safe.

INT. DAILY PLANET - ELEVATOR

Jimmy Olsen sets down the small cooler with his lunch. Cameras draped on him as usual. The two or three other people in the elevator get off as they head up.

Jimmy is alone. He opens a small door, takes out a little brass key, turns a lock that reads "Service Level."

The elevator rises. Up, past all the marked floors. As it does, Jimmy takes the cooler, opens the ceiling hatch and slides it onto the roof of the elevator.

INT. ELEVATOR SHAFT

The elevator rises up towards us with its delivery.

INT. ELEVATOR SHAFT - SERVICE PLATFORM

The elevator stops momentarily. Before it can begin its descent back down, a hand reaches out and takes the cooler. The elevator descends.

INT. SERVICE PLATFORM

Lois Lane backs away from the drop. A cot, a couple of suitcases, a lamp wired into the elevator power. All crowded into this tiny space. It makes Anne Frank look comfortable. She walks out into the light of the morning.

EXT. DAILY PLANET BUILDING - ROOFTOP - PRE-DAWN

Lois stands in the shadow of the giant bronze globe. She's drawn, wan. Takes out an apple from the cooler, looks out over the city. The sky lightens in the east. There's a SCREAM. A CRASH. ALARMS ring from all parts of the city. POLICE SIRENS wail. GUNSHOTS.

INT. CASTLE - MAIN HALL - PRE-DAWN

Morpheus and Delia stand, slowly turning, looking at all the screens. There are no advertisements. They are giant maps of the city. Colors marking where chaos and crime have taken over. As we watch, we see a street encroached upon.

Another screen is a huge graph of good and evil, chaos and order. Hope and despair. Slowly, slowly, *FEAR* is building...

He grins. It's only a matter of time...

EXT. METROPOLIS - SKYLINE - DAWN

And then the sun breaks over the horizon. The grey foreboding clouds scorch pink, then white and fluffy against the blue sky.

EXT. METROPOLIS - VARIOUS STREETS - DAWN

A frightened child awakes relieved as the sun comes through the window. A shopkeeper opens for the morning. A streetsweeper goes by. The Daily Planet is delivered.

INT. CASTLE - MAIN HALL - DAWN

Up on the screens, the balance of hope and despair starts to shift back the other way. It ruins Morpheus's morning.

MORPHEUS
What is this all about?

DELIA
Maybe they weren't all that impressed by your big party.

He glares at her. Walks over, throws open the shutters to glower at Metropolis and...

MORPHEUS'S POV

The light of the dawn behind the skyline bursts over the buildings.

MORPHEUS
What's the matter with these creatures? The sun comes up and they act like it's a brand new day!? Everything starts fresh? Hope for the future?! I hate this.
(beat; reconsidering)
This planet may be tougher than it looks.
(calling out)
Bob!

Bob comes scurrying out. Delia scratches behind his ears. Bob wriggles. Morpheus grimaces but ignores it.

MORPHEUS
Bob. Tell me a little about how this Metropolis thing works. I wanna fuck with it a little...

EXT. METROPOLIS - POLICE HEADQUARTERS - DAY

Squad cars come and go. Criminals in long chains are lead inside. The police look exhausted. But not broken or cowed.

INT. POLICE HEADQUARTERS - HALLWAY - DAY

Morpheus and Delia, trailed by a wide-eyed Bob, traipse through the hall towards the Chief of Police's office. A loyal ASSISTANT tries to stop them...

ASSISTANT
Do you have an appointment?

MORPHEUS
I've come thirty-five million miles. He'll see me.

Morpheus tosses open the door. Shuts it firmly in the worried assistant's face. Bob stands guard outside. There's nothing she can do.

INT. CHIEF OF POLICE'S OFFICE - DAY

The CHIEF OF POLICE sits behind his mahogany desk. He doesn't seem all that concerned.

MORPHEUS
Let's see if I've got this straight. You're in charge of all the police. The police arrest the criminals.

CHIEF
Right.

MORPHEUS
So if you tell the police to stop arresting the criminals, they will.

The Chief laughs. The idea is so absurd.

CHIEF
I suppose so.

MORPHEUS
Good.

Morpheus concentrates. His head shimmers, wavers... He finds nothing. He's surprised as hell.

MORPHEUS
(admiringly)
You are one tough son of a bitch. You're not afraid of much of anything.

CHIEF
You try being Chief of Police. After a couple of years you won't

be afraid of anything either. It goes with the job.

MORPHEUS
Look in the closet.

It's a command. Much to our shock the Chief does. We see from behind as he begins to moan and shake. We don't see what's in the closet.

MORPHEUS
(to Delia)
When he was three his mother hung herself. He found the body. It had been there for three weeks.

Morpheus lays a gentle hand on his shoulder.

MORPHEUS
I don't think we should arrest anymore criminals. If you don't arrest anymore criminals, it will go away. If you do, it will follow you around your every waking hour until you drop dead from exhaustion or die of a heart attack from your own fear. Do we understand each other?

He walks out of the office without waiting for an answer.

INT. POLICE HEADQUARTERS - HALLWAY - DAY

Morpheus turns to Bob as he exits.

MORPHEUS
The Mayor, Garbage, and then that Fire Chief guy.

A long beat, then ---

EXT. FIRE BATTALION HEADQUARTERS - DAY

Big red trucks, Dalmatians, all that shit.

INT. FIRE CHIEF'S OFFICE

The FIRE CHIEF is a tough, grizzled white-haired guy who thought he'd seen in all until a few moments ago.

Tears run down his cheeks.

Morpheus walks around the room lighting things on fire and tossing them about. The place is half ablaze.

MORPHEUS
Now what's the new rule?

FIRE CHIEF
We don't put out the fires.

MORPHEUS
When do we put out the fires?

FIRE CHIEF
We never put out the fires.

Morpheus beams. This one has been tough.

MORPHEUS
Excellent.

Half a beat later, the sprinklers in the office go on. Everything is drenched. The fires go out.

Morpheus turns to him. The fire chief looks momentarily terrified beyond words then toughs his way back through it.

DELIA
I'm gonna let that go, cause I know you didn't mean that.

A moment of relief flickers across the Chief's face. Replaced with anger. God, he hates these two...

THE SCREEN

is filled with fire. Roiling red and orange. But it's not the city ablaze, yet. It's...

EXT. DAILY PLANET - ROOFTOP - SUNSET

...the huge orange ball directly behind the bronze globe of the Daily Planet. Lois stands in front of the eclipse. A moment later Jimmy Olsen appears through a roof hatch, worried as hell...

JIMMY
People are looking for you. They want to kill you. It's too dangerous for me to come up here like this...

Lois is oddly calm.

LOIS
I wanted you to look at me and <u>understand</u> what I'm saying.

(she looks in his eyes)
I'm two months pregnant. *I wasn't pregnant two days ago.* At this rate, in a week, I'm going to have this baby.

Jimmy just stares, it's impossible. It doesn't make sense. But nothing makes sense right now.

LOIS (CONT'D)
I'm going to need a doctor, probably a hospital. Can you take care of it?

A beat. He nods. She smiles. Strangely beatific and serene. Down below there are fires, SCREAMS, SIRENS. Chaos: She finds the locket hanging about her neck. Toys with it a moment and...

LOIS
I miss him so...

They all do. But Lois most of all.

FADE OUT

Titles fade up and down: "One Week Later" over:

EXT. METROPOLIS - STREETS

Garbage is piled in the alleys. Wild dogs run. Police cars go by in formation. Things have gotten worse.

EXT. METROPOLIS CENTRAL HOSPITAL - NIGHT

Guards at the gates, wrecked cars and a burnt-out ambulances sit outside.

INT. METROPOLIS CENTRAL HOSPITAL - RECEIVING - NIGHT

The receptionist eyes the empty waiting area. Goes back to her paper.

INT. HOSPITAL - HALLWAY - NIGHT

The place hasn't been swept in a week. A few brave doctors make rounds.

INT. HOSPITAL - BASEMENT

A huge industrial laundry for the hospital. A makeshift delivery room has been secretly set up. Equipment wheeled in. Sheets hung to hide them in a corner. Jimmy bars the door.

ON AN ULTRASOUND MONITOR

In the half-ghostly image, an infant floats in the womb. Always a wonder. But if you know what to look for, you can see the umbilical cord is wrapped around the child's neck.

LOIS lies there, exhausted and beautiful. A NURSE soothes her brow.

(If we looks closely at the nurse, we can see that she's not fully human. She's part mutant...)

The DOCTORS know what to look for. Not happy with what they see on the monitor. Step just out of earshot to confer ---

DOCTOR #1
(distressed)
The umbilical cord's around the child's neck. We could lose the mother and the baby. I can't do this down here...

He looks around the basement anguished. This is nowhere to do a Cesarean. Over their shoulders, unbeknownst to them, the child, in utero, hears. ON THE MONITOR, we see as it reaches up, unwraps the cord.

The Doctors turn back to give her the bad news...

DOCTOR #2
Lois...

He double-takes at the monitor. The First Doctor catches a glimpse as well. Both astonished. A beat then ---

DOCTOR #1
Everything's gonna be just fine.

CUT TO:

INT. HOSPITAL - CORRIDOR

A badly vandalized but still working old pay phone set in the wall. A *WEASELLY-LOOKING GUY* with a hospital badge hangs up the phone. He's frightened by what he's done. But excited too. Almost sexually. Hurries down the hallway. Into a set of service stairs.

INT. HOSPITAL - BASEMENT LAUNDRY ROOM - WIDE

The room is dark except for the glow of lights behind the sheets. Shadows on the sheets. A cry from Lois, and then a

sound, a quiet ROAR, like a huge rush of wind cresting a mountain. The child is born.

INT. HOSPITAL - LOADING DOCK

The weaselly-looking guy unlocks a heavy security door. A LOWLIFE waiting outside exchanges a few words with him, hands him a thick wad of cash. Trucks outside are backing into the alley. The HORDE hunting Lois jumps out. Storms into the hospital.

The weaselly-looking guy remains a bit frightened by what he's done. But still, all that cash. Stands there and counts the money as they rush by.

The last guy rampaging through the door, looks over the weasel and his loot. Waits a moment for the rest of the horde to disappear around the corner. Shoots the weasel in the head, pockets the cash, and continues.

INT. HOSPITAL - CORRIDORS

The horde disperses through the hospital. Some human, some less so. Guns and knives and clubs. They're here to kill.

INT. HOSPITAL - BASEMENT LAUNDRY ROOM

Lois holds the child. The doctors look relieved. A Pieta moment, mother and child.

The child looks up at Lois. It is completely sentient. Somehow she knows. Holds up the child and speaks to him ---

LOIS
You have the heart of your mother and the steel of your father.
(beat)
You are all the hope of the world.
(about to cry)
And you're so beautiful.

The locket Clark gave her swings free of the hospital gown. The baby reaches out for the shiny thing. Wraps a chubby hand around it and pulls. Baby superstrength. The chain breaks. She laughs. He burbles in return and ...

THE BARRED AND BOLTED DOOR TO THE ROOM

is battered in. Jimmy is mowed down immediately. The room is plunged into darkness. The Horde rampages in. Chaos and blood... They doctors are slaughtered. The horde rushes towards Lois. We see little. But clearly she is slain.

THE NURSE runs. Runs in the darkness. Down abandoned stairwells. Down. Down. Into the gloom. And then the POV changes. Looking up at her, a huge looming but kindly face, and we realize she carries the infant.

ON THE CHILD as a tear rolls down its tiny face. It blinks, turns and looks resolutely ahead.

THE NURSE heads down an underground tunnel. Little used, draped with spider webs. As she hurries along, tearing through the webs...

CLOSE ON THE BABY as a furious and particularly nasty black and yellow spider lands on the infant's swaddling clothes and makes its way up to the unprotected pink skin of his face.

THE BABY'S POV of the spider is sheer horror. The thing is huge, disgusting, and venomous. As it poises to sting him in the forehead ---

CUT TO:

INT. UNDERGROUND - HUGE NATURAL CAVERN - DAY

You could park a couple of 747's in here. OVERHEAD, looking down as a partially human MUTANT crosses the immense expanse and makes its way to a steel door set in the side. Begins by knocking politely. Then harder. More insistently. Then pounding. Then kicking, WHANG WHANG WHANG, against the door. At length a panel opens.

CADAMUS (O.S.)
What?!

The creature is mute. It can grunt and kick at the door by little more.

CADAMUS (O.S.)
Oh that's great. Let's go get Cadamus. Send the mute guy.

The panel slams shut. The Mutant winds up to kick at the door again, when it opens. DR. HARRY CADAMUS emerges. We see nothing but the top of his bald head and his fraying suit.

The two travel back across the void.

MOVING WITH THEM - FROM BEHIND

We <u>don't</u> see Cadamus's face. He does however define the word crotchety...

CADAMUS
I really don't know why I'm letting you do this. You folks know I don't like to be bothered...

INT. UNDERGROUND TUNNEL - MOVING THROUGH THE SEWERS

They head upwards. Cadamus continues his grumbling. Still from behind...

CADAMUS
If I liked traipsing about, I wouldn't be living by myself, underground, with the door locked, you know.

The creature doesn't respond in the slightest. Other MUTANTS pass them headed the other way. Some just plain homeless people as well. They all seem to know Cadamus. Some nod respectfully, others just stare in surprise.

They reach an intersection, two sewer pipes cross. They turn. Running towards them, barking happily, is a small dog. He knows Cadamus. Unlike other dogs, this one is completely on fire. The FLAME DOG seems really glad to see him. Cadamus is a little won over. Can't quite pet him, cause you'd burn yourself, but...

CADAMUS
Hey, hey boy... How you been?

Cadamus pulls a cigar out of his breast pocket and lights it off the dog. They continue along, now trailing smoke, Cadamus's face still unseen. He puffs along as they walk, a little less cantankerous...

CADAMUS
This just better be good, whatever the hell it is.

They turn into another pipe, slanting up, climbing closer to the surface.

INT. SEWER PIPE - STORM DRAIN ENTRANCE - DAY

The creature nods to the entrance. Cadamus steps inside.

INT. SEWER PIPES - STORM DRAINS - DAY

A baby lies in a makeshift crib in the center of the chamber. The only light in the room comes from a manhole cover above, rays of light beaming down, illuminating the child. A kind of sewer crèche...

Actually, that's not the only light. For all around the room, there are little blue flares and explosions. Like marsh gas. Popping, exploding, burning... Some of them, if you look closely, even seem to have specific shapes.

Cadamus leans closer, closer... We finally see him as he leans into the light. DR. HARRY CADAMUS is an easy 120 years old. His suit patched with duct tape, but his eyes still hold a fiery intelligence... He grins. The kid's the real thing.

CADAMUS
Hey, kid. Try to keep your thoughts in your head. They're exploding all over the room. People will stare.

The child looks up at him. And slowly, all the exploding blue flames pull in close to his head, spin wildly around like some kind of asteroid belt and then pull inside.

CADAMUS
You're the real thing. I thought it was just a rumor.

In the corner, in the gloom, the nurse sits slumped against the wall. Her uniform is stained red with blood, injured in the attack, she's passed away since getting the child to safety. Cadamus nods saddened, understanding what must have happened. Cadamus looks back down at the baby. It too looks sad for a moment, understands. The child still clutches the gold locket in his hand. A beat. It BURBLES at Cadamus. Harry can't help but smile, won over...

CADAMUS
We're gonna need something to call ya, kid.

Some of the light that comes in from the manhole slants across the wall. Two words are illuminated by the beam amidst the verbiage stenciled there ---

8 **Miles** to the next accessible flush junction
McGee Sewage and Sludge

Cadamus nods, savors the alliteration...

CADAMUS
Miles McGee... I think it works just fine.

Cadamus thinks for a moment, then whistles long and hard. The Flame Dog comes running. The Mute Mutant grunts in warning, that thing's dangerous for babies...

CADAMUS
Don't worry. This one can play with that mutt. Boy needs a dog.

The dog runs by. The flaming canine leaping about happily licking the child's face. The kid grins and burbles.

Dog lies down on the floor at the base of the crib, completely content, a burning banked fire. It's an oddly comforting domestic scene. A kid in the sewer and a dog burning at his feet.

A beat. Cadamus reaches over, tries to free the locket from the child's hand. He couldn't peel the fingers away if he wanted to. Miles stares into Cadamus's eyes, decides he trusts him, and lets it go. Harry sees the broken clasp, he'll repair it later... He picks the child up. Can't quite believe this turn of events, but steps out into the

OUTER HALLWAY SEWER PIPE

and as this odd parade heads off...

CUT TO:

EXT. METROPOLIS - VARIOUS LOCATIONS - NIGHT

A fire burns out of control. And another. And another. At the worst fire of all, a fire truck pulls up. Followed by two more. The Fire Chief gets out. He's muttering, waving, half out of his mind, fighting off his personal demons, but still he leads the charge against the fire. We PULL BACK TO REVEAL ---

INT. CASTLE - NIGHT

That all of this is being displayed on the screens sprouting from the walls. Morpheus watches.

MORPHEUS
Look at that old fool. He's scared out of his mind, and he's still doing it.

UP ON THE SCREEN, a beam collapses, burying the Fire Chief in flame.

MORPHEUS
Oh well.

Morpheus sits in a throne chair in the middle of the room completely made of bones. Twirling, spinning, watching from screen to screen: Bar graphs of good and evil of various parts of the city. Maps, views of street corners and views of various acts of violence taking place. Views that look almost like thermal maps, measuring hope and evil and good. And yet still, pockets of hope can be seen holding out against the encroaching fear.

Morpheus SIGHS. Delia, revealed to be sitting atop one of the screens, legs dangling, takes pity on him.

DELIA
What?

MORPHEUS
Hope. These people cling to hope. I hate it. It's irrational. If they'd just open their eyes and look around, they'd realize *there is no hope.*
(then)
The fires don't get put out, the cops barely arrest anyone, people give up, crawl into their beds, hope they die before they wake... And then the damn sun rises again. And it's *a brand new day.*
Uhh.
(then)
I like it when they sleep, I like it when they give in to their fears, I love the nightlife, I like to boogie... This day thing is getting in my craw.

DELIA
You could destroy the sun.

He considers. There are downsides to everyone on the planet freezing to death. Decides against it.

MORPHEUS
I've been too nice.

DELIA
That's *always* been your problem.

He misses the sarcasm completely.

MORPHEUS
They're no pushovers these people. Killing large numbers of them won't break their spirit.

I've read their history.
(then)
Bob...
(as Bob appears...)
All right, new plan. These *religious types* are a particular pain in ass. I want you to burn out those Tibetan monks today. Nothing fazes those guys. End of the world, they don't care. And those Amish guys... We're gonna hafta carpet bomb the whole region. Pity, I liked those hats.
(the clincher)
And then I want more people to be asleep. All the time. Having nightmares. Go get me some. Bring them here.

BOB
Right, boss.
(starts to leave; an afterthought)
How many?

MORPHEUS
Eighty, a hundred thousand.

Bob stops. That's a lot. Even Delia is impressed.

MORPHEUS
Be subtle.

BOB
You want me to steal a *hundred* thousand people and be subtle?

MORPHEUS
And pick up the pace a little on the chaos and fear, it all helps.
(then explaining)
When I have eighty or a hundred thousand people under my control, I'll have the power their hero once had. And he could have ruled this planet if he had any ambition.

DELIA
Like you.

MORPHEUS
Like me. Exactly. Fear will

overwhelm the planet, hope will be banished, and I'll be king. And *no one* will be able to stop me.

Delia approves heartily. Bob nods, heads out, figures he might as well get started. It's a lotta work.

INT. UNDERGROUND CAVERN - RIVERBANK - DAY

A gigantic underground river rushes by. A huge bridge left over from a subway system, abandoned or never built, lies on the bank. The bridge is moving, bobbling about. There's something under it.

The Flame Dog stands nearby watching, panting anxiously. Cadamus watches as well. We don't know who Cadamus is talking to as ---

CADAMUS
The only thing I can figure is that you're growing geometrically. It doesn't seem to be straight line so it's hard to figure when you'll be fully matured, but at this rate, quick.
(beat)
Most kids don't turn three overnight.

And then this little kid comes out. Drops the sixty ton bridge with a RESOUNDING THUD. He's holding a tennis ball. Throws it for the dog who chases it happily and brings it back under ---

[NOTE: The figure is held <u>in silhouette</u>, toddler, two or three years old. Between the darkness and being backlit by the dog, we <u>never</u> see his features.]

CADAMUS
Doesn't it catch on fire?

KID
No. He has lots of drool.

The kid winds up to throw the ball again. Cadamus stops him. He's warned him before.

CADAMUS
Not that way, kid. Methane pocket.

KID
Methane - a colorless, odorless,

gaseous alkane, CH_4, present in natural gas and formed by the decomposition of vegetable matter *as in marshes and mines, or* produced artificially by heating carbon monoxide and hydrogen; it is the simplest alkane and is used in fuel, a source of carbon black, etc.

CADAMUS
Bad for doggy.

Cadamus makes the sound of a explosion. The toddler sadly echoes him. Hugs the doggy. Throws the ball the other way. The dog fetches it. The game continues as Cadamus wanders over. An aged figure and the silhouette of a small boy ---

CADAMUS
Let me see your hand.

He holds the small hand in his. Turns it over. And back. Then flicks it with his finger. It CLANGS like striking an iron fence post.

CADAMUS
You're hardening too.

KID
Is that good?

CADAMUS
Up to a point. It's good to be tough. It's not good to be hard.
(kindly)
Go play with your dog.

KID
(running off)
It's good to play with the dog.

CADAMUS
Yeah.
(softly; to himself)
Enjoy it while you can, kid. I think you're growing up so damn fast cause if you don't, there won't be a world to save by the time you get there.

As the Flame Dog barks happily and the little boy chases him, in the glow of the fire of the dog, we can see glinting around the boy's neck, the now-repaired heart-shaped locket his mother once wore.

EXT. CASTLE - NIGHT

The castle sits ominously on the hillside looking over the city. Nothing moves. A beat, then we move down towards Metropolis and ---

EXT. BOWERY - NIGHT

Bob prowls through back alleys, past crack dens, shooting galleries, whorehouses, child porn palaces. Half a dozen helper follow him. Some big and buff, some small and weaselly.

ON A STREET BY THE BUS STATION

An oddly sexy do-gooder type with a clipboard talks to a couple of wretched looking teen runaways.

RUNAWAY
That place... I've heard things about that place...

DO-GOODER
There's beds up there, honey. It's warm, it's dry. What else are you looking for?

She smiles at one of the boys. The castle's frightening, but right now, it doesn't seem like such a bad idea.

INT. FANCY HOTEL - BAR - NIGHT

A drop dead blonde plays with a businessman's tie.

BLONDE
I know a place we can go. No one will ever look for you there... You look tired, honey.
(her hand creeps off-screen into his lap)
Hard day...?

INT. CASTLE - TURBINE ROOM - NIGHT

A giant cylindrical structure inside a round room. The cylinder is entirely made up of alcoves filled with beds. All but one are occupied with sleeping patrons. A runaway is led in. As she occupies the last bed, face restraints slap down, tubes REM monitors, calipers, catheters...

The layer is filled. The entire structure walls itself over, sprouts new beds in another layer. A beat later,

someone else comes in for a bit of restful slumber, none the wiser.

EXT. CASTLE - DAY

The castle swells. Sewer lines snake downhill. Walls and buttresses sprout. It grows slowly down the hill.

INT. UNDERGROUND - SEWER TUNNELS/CAVERN - DAY

The kid, now seven, races through the underground. He's riding a bike someone has abandoned that has ended up down here. The Flame Dog races along behind.

Various homeless people and mutants smile as the kid goes past. There aren't very many children down here. No one knows he is any more or less special than any other nine year old.

He buzzes up to the doorway to Cadamus's lab.

INT. CADAMUS'S LAB - UNDERGROUND - DAY

Cadamus and the kid in the lab. The kid's seated at a lab table waiting for something as Cadamus rummages in a box behind him...

As, ON THE CUT, Cadamus finds what he wants, a length of lead pipe and SMASHES this small boy over the head with a it. The kid doesn't react. He scratches his nose. Cadamus makes a notation. Does a quick Rockwell hardness test on him. Then ---

CADAMUS
This may hurt.

SUPERMAN
You keep saying that.

CADAMUS
This <u>really</u> may hurt.

Cadamus has something up his sleeve. But for once, even he seems a little apprehensive.

CADAMUS
Here.

He hands him a small lead box. The kid opens it, takes out green slightly luminescent rock. Cadamus watches closely. ready to act.

KID
Ughhh.

CADAMUS
What?

KID
I itch.

Sure enough he's got hives. Scratches them. SNIFFLES.

KID
What is this stuff?

He SNEEZES. Things are flung in all directions from the supersneeze. Cadamus is forced to grab onto a lab rail to stay where he is. He's blown horizontal.

CADAMUS
Kryptonite. You're allergic to it. Put it back in the box before you sneeze again and damage something.

The kid tosses the rock back in, slams down the lid. A beat. He moves towards a huge computer in the corner.

KID
I wanted to ask you about this.

CADAMUS
It's a computer.

The kid can't believe that Cadamus just said that. What does he think he is, six? He flicks it on, his fingers fly across the keys faster than we can follow, information flies by as ---

KID
It's a Sun WorkStation, I know what it is, Harry. But I came across this...

ON THE SCREEN

Video and articles flicker by denoting Cadamus's history. Harvard, MIT, Turing Fellowship, Head of the Cadamus Project. And then it stops, freezing on one group picture of Harry and a bunch of scientists looking young, optimistic and brilliant. An attractive young woman stands next to Harry holding his hand.

KID
It ends here. Kinda suddenly. This is the last news clipping. You're announced to run the

Cadamus Project. Very impressive. Then you disappear.

CADAMUS
(reticent)
They classified everything.

KID
There are dogs down here that burn, people with two inch thick skin... These things don't exist anywhere in research or fiction. I've read everything now. But *they're all down here*. Who are these people? I like 'em and all, but what's going on?? And how come you disappeared off the face of the earth?

A beat. Cadamus knew this question would come. He's not exactly proud of the answer...

CADAMUS
They're not all exactly people. Some of them are just homeless, some prefer it down here like me, and some of them... are DNAliens. I built them. All of them. It was the worst thing I ever did.

KID
How do you build *people*??

CADAMUS
Recombinant DNA work. It starts small. One day ycu're trying to build a better tomato, cows that give more milk and the next, you're genetically encoding creatures to work in the nuke plants and live. We should have never screwed around with it.
(then)
We had to napalm most of Nebraska when one of the experimental tomato strains got out of control. It was growing at a hundred acres an hour. We had to go to scorched earth. You would have thought we would have learned from that.
(sadly)
Jones and Ziffren died of some strain of cancer that took them in twelve hours. Had to melt the

lab. Fourteen thousand degrees. Killed everything. No one survived. I aged to a hundred and twenty in two days. Then stopped. They wanted me to go back to work. Called it a minor setback. I fled down here.

(trying to explain)

Most of the DNAliens came with me. The surface has no use for them. They treat them like freaks. I guess they are. Some of them have left, some are decent, some are mean and horrible just like regular people. You'll meet them all one day, I'm sure...

The kid points at the woman on the screen in the group picture beside Cadamus.

KID

That was your wife.

WE PUSH IN. She's in her eighth month.

CADAMUS (O.S.)

Yeah.

KID

(softly)

You were going to have a kid.

CADAMUS

A son.

KID

You never did.

CADAMUS

No.

KID

I'm sorry.

Cadamus reaches down, ruffles the kid's hair. This is the only kid he'll ever have. They both know it.

EXT. CASTLE - DAY

The castle is now enormous. It covers acres. Slowly starts to encroach on a housing development. The homeowners fight back with axes and shovels and fire.

EXT. METROPOLIS - LARCHMONT - DAY

On the far side of the city, a heavily fortified district holding back the criminals and chaos. Heavily armed private security, security gates, walls. The rich thinking they can keep the world at bay.

Ladies who lunch still lunch. A SWEET YOUNG THING, pleated skirt and all, leaves a book shop, turns the sign over to "Out For Lunch" walks past the carefully tended leafy trees to an outdoor cafe.

IN A STORM SEWER - BACK IN THE SHADOWS

hungry red eyes observe her progress. Something watches in the dark. Licks its lips hungrily, for sex or food, we can't quite tell. It disappears.

She's halfway across the street when the sinkhole appears. Sucks her down as the pavement and earth give way.

There are horrible noises. The thing has his way with her. The guards rush to the edge, but she's gone. They can't shoot without killing her. Then from the look on the face of one of them, we can see that he decides that it's the kindest thing to do. Empties his M16 into the hole. We don't see why, we just get to imagine. The others join in.

A beat. Whatever has been done, is done. The first guard walks away from the sinkhole, sickened by what he's seen ---

One of the ladies who lunch begins to cry and scream. Nowhere is safe.

INT. CASTLE - MAIN HALL - SCREENS - DAY

Morpheus watches the tail end of this and laughs and laughs and laughs. In the b.g. a strange mechanized creation made of bits of other machines traps and kills a mutant. Delia watches happily.

INT. UNDERGROUND - CADAMUS'S LIVING QUARTERS - DAY

An odd conglomeration of found objects, luxury, and lab equipment. A bachelor's space. The kid, now eleven, wanders around, looking over stuff. We only see the back of his head for now...

Cadamus comes out of bathroom carefully tying his tie. An odd affectation, considering his frayed suit.

CADAMUS
We're gonna do something today.
We're gonna check your vision.

KID
My vision is fine, old guy.

CADAMUS
You can see what's going on at the far end of the room?

The kid gives him a look, what are you kidding?

CADAMUS (CONT'D)
How about the room past that? And past that?

Kid looks again. Is Cadamus kidding? Seemingly not. He looks, looks and then all of a sudden... WHAM. He can see through one room the next and the next and...

We see as well. It's dizzying and indeed as we cut back to the kid, now we see him, he's holding his head reeling, vertigo has hit him hard.

KID
I'd rather you hadn't shown me I could do that.

CADAMUS
Listen.

KID
I'm listening.

CADAMUS
No, really listen. Two rooms away there's a radio on. Out in the hall, I'm sure someone's talking...

The kid looks at him. He's serious again. Listens. Listens. And then it hits him, like a wave. Every sound for blocks, for miles around. A mighty cacophony of bits of conversation, music, traffic noise... We hear it all.

The kid grabs his head, dizzy and overpowered by it all. He can see Cadamus's lips moving as he stares at him in terror, but he can't make out the words. He repeats a phrase over and over. Finally it emerges from the discord:

CADAMUS
Pick out my voice. Pick out my voice...

And then it's once again the only thing we can hear. The kid wraps his arms around Cadamus. Hugs him tight.

KID
I didn't like that much.

CADAMUS
It's okay. You'll learn. The problem with being receptive to that much information is learning to winnow out what you want. Humans have it too. Do you pay attention to the girl in the crosswalk, or the light, or the song on the radio. You just have it about ten thousand times worse. It'll be okay.

The kid hugs him again. The kid pauses, something on his mind, he's not sure how to broach it...

KID
Harry... I'm not like other kids.

CADAMUS
No.

Cadamus doesn't explain. Just hugs him again.

INT. SEWER PIPES - DAY

The kid, now 13, wanders along. Upwards. He's in a storm sewer. Approaching the surface. We can hear the sounds of traffic, people. He pauses, climbs up a set of iron rungs in a vertical shaft.

INT. SEWER PIPES - DAY

He enters the highest level. Right beneath the street. Light filters down from manhole covers and storm drains. He looks upwards longingly.

There's trash along the floor of the tunnel, swept down by the rain and street cleaning. He scuffles his feet through it. Kicking through newspapers, hamburger wrappers, comic books. And then he kicks past one particular comic book. Superman.

He doesn't know why. But he picks it up. Starts to page through.

IN the comic books -- Superman has incredible strength. Superman can hear through walls. Superman has x-ray vision. It's all too familiar...

Miles is devastated. Dumbfounded. Digs through the trash for more. Reads. Reads.

INT. UNDERGROUND CAVERN

A huge underground cave. The kid stands atop a cliff over looking the cavern. In his hand is a Superman comic. Opened to a page where Superman flies.

WIDE

The kid launches himself off the side of the cliff. He gets some distance just from the superstrength of his legs. Then falls like a stone. Drops a hundred feet. SMASHES to the ground. The Flame Dog comes over warily to see if he's hurt or just crazy.

Superman rolls face up, brushes off the dust. He's angry, feels stupid, betrayed.

INT. CADAMUS'S LAB - NIGHT

Sparks fly. A grinding wheel SCREAMS to a stop. Cadamus flips up a pair of safety goggles. Checks his work. It's cloth, grey, metallic, almost like chain mail. Doesn't like something he sees. Turns to a punch press. SLAMS it down. Sixty tons of pressure. Picks it up, shakes it out. We can see an arm, a shoulder, a glove... He's building a new uniform. He opens a small steel box. Inside is the charred blue and black S medallion from the front of Superman's uniform.

Shuts the box and wheels an arc welder over. He's about to go back to work when the kid stalks in. Cadamus shoves his work aside where it can't be seen. Looks the kid over...

CADAMUS
You've grown since yesterday. I figure you should top out right about six feet.

The kid tosses a comic book on the table in front of him. *Furious.* The final issue, "The Death of Superman."

KID
You knew. You knew and you didn't tell me. You knew who my father was.

Cadamus wasn't expecting this. Nods slowly.

KID
(anguished)
You should have told me.

CADAMUS
Maybe.

KID
(then; softly)
Who was my mother?

CADAMUS
I don't know.

The kid heads for the door. Cadamus is no fool ---

CADAMUS
Where do you think you're you going?

KID
(beat; then)
To the surface. I'm going to go look for my mother.

CADAMUS
I knew your father. I knew him when he was at his most powerful. And he's dead. You read it, right? You're not ready.
(then)
I love you, kid. Maybe I was wrong. Maybe I should have told you. But there was no Ma and Pa Kent to raise you this time. Just me. And I'm trying to do what's best for you as best I know how, okay?

The kid doesn't know what to do. He's torn in every direction. He kicks out hard against a steel pillar nearby. It RINGS like it's been hit by a truck. He storms out. Cadamus heaves a sigh. Goes back to work.

CADAMUS
(to himself)
The good news is you'll only be thirteen for another hour and a half. And I have sewing to do. Troublesome punk.

But it's hit Cadamus hard. Maybe he should have told him. But there's no Dr. Spock for the son of Superman.

CUT TO:

EXT. METROPOLIS - DOWNTOWN - DAY

Metropolis National Bank. EXPLOSION inside. The vault is blown. Windows shatter. A beat later, the crew escapes, bags of money in hand, into a waiting getaway car. SIRENS. Three police cars come screaming around the corner.

For a moment, it feels like your standard chase. Buildings whooshing by. Red lights flashing. Except these three police cars are beat to shit. Machine gun holes stitched across them, windows missing, bodywork crumpled. The MPD is going to hell. One by one, the robbers shake them, until a single police car follows.

On the street as they roar by, a single SRL machine roars along the other way, a giant steel claw sticking out one side, terrorizing everything in its path. It just misses them. The city's gone to shit.

The crew leads the cops down a long narrow street. The entrance is blocked off as they come in. Molotov cocktails are hurled from the roofs on both sides. The police car is soon nothing but a flaming ball.

Inside one cop sprays the car down with a fire extinguisher as the other drives and screams their location into the radio.

OVERHEAD a police/fire waterdrop helicopter wheels in the sky. Finds them below and drops its load of retardent onto the burning car. It's become an everyday experience. Strafes the rooftops with machine gun fire chasing away the rest of the crew.

Down below, the two cops get out and examine the wreckage of their police car. The cop who was driving kicks angrily at the smoking hulk.

COP
It ain't worth it no more. No one gives a shit anymore anyhow. There's no damn hope left in the whole city.

CUT TO:

INT. CADAMUS'S LAB - HALLWAY - NIGHT

Silent. Empty. Dark. A figure walks down the hall. The flame dog beside him. Stops at a heavily padlocked steel door. Pauses. Reaches out and crushes the padlock in his hand. Opens the door.

INT. CADAMUS'S LAB - WORKSHOP - NIGHT

A single bulb burns. In the middle of the room on a wire form the grey uniform hangs. Finished.

The figure approaches. Stops by the uniform. His hands trace the shield on the front of the uniform -- charred, black and grey and blue and purple. Torn and patched. His father's "S". Welded onto the front of the new uniform.

We see the YOUNG ADULT SUPERMAN's face now for the first time. A tear runs down. Touches the "S" again. The Flame Dog, burning softly in the background, whines, concerned.

He just stands there, finger tracing the "S", tears rolling down. They hit the floor with weight and substance, a soft booming echo with each drop. A beat. He wipes away the tears. Turns to the dog ---

SUPERMAN
Screw him. I'm ready.

EXT. METROPOLIS - SKYLINE - DUSK

As the sun sets red behind the smoking city.

INT. POLICE STATION - LOCKER ROOM - NIGHT

The cop from the bank robbery opens his locker. Overwhelmed. Sits down. Begins to cry.

INT. CASTLE - BEDROOM - NIGHT

Morpheus watches on screen. Gloats.

MORPHEUS
Yesssss...

DELIA
Every little bit helps.

On another screen, the bar graphs continue to climb. Percentages rise. The MCI style number of People Who Have Given Up Hope flickers ever higher...

MORPHEUS
(hopeful)
Maybe he'll shoot himself with his own gun. Right there in the locker room. And depress some other cops...
(breaks into a celebratory twist)
This could be the night...

There's a LOUD SHARP REPORT. The cop disappoints him, he's just SLAMMED his locker shut instead. Morpheus shrugs. It doesn't really matter.

MORPHEUS
Nothing can stop us now anyhow.

Delia beckons him over for some triumphant whoopee. He doesn't know it, but he's dead fucking wrong.

CUT TO:

EXT. STREET - NIGHT

No power on this street. Darkness. A manhole cover is pushed aside from underneath. Someone crawls out. As the figure emerges, stands there in the street, an eighteen wheeler looms up from behind. The figure is backlit, featureless. The truck locks its brakes, no time, SMASHES into the figure.

The DRIVER and his BUDDY get out. Rush to the front of the truck. Stare.

BUDDY
Jesus, Stan, what'd you hit?

The front grill of the truck is smashed in in the outline of a person. No ordinary person: This guy musta been made of iron. Or Steel... The two look at each other in amazement. What the hell??

CUT TO: